

L04000028443

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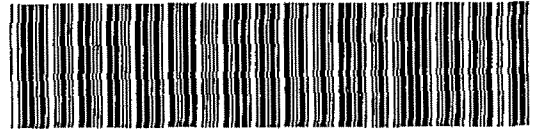
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05 MAY -2 PM 5:18

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05 MAY -2 PM 4:14

DEPARTMENT OF STATE
DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA



CORPORATION SERVICE COMPANY

FILED
05 MAY -2 PM 5:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ACCOUNT NO. : 072100000032

REFERENCE : 348502 7124655

AUTHORIZATION :

Patricia Pizot

COST LIMIT : \$ 25.00

ORDER DATE : May 2, 2005

ORDER TIME : 3:42 PM

ORDER NO. : 348502-005

CUSTOMER NO: 7124655

CUSTOMER: Jennifer Mar
Orrick, Herrington &
1020 Marsh Road

Menlo Park, CA 94025

DOMESTIC AMENDMENT FILING

NAME: THEFACEBOOK LLC

EFFECTIVE DATE:

XX ARTICLES OF AMENDMENT
 RESTATED ARTICLES OF INCORPORATION

PLEASE RETURN THE FOLLOWING AS PROOF OF FILING:

 CERTIFIED COPY
XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan -- EXT# 2955

EXAMINER'S INITIALS: _____

**AMENDED AND RESTATED ARTICLES OF ORGANIZATION
OF
thefacebook LLC**

FILED
05 MAY -2 PM 5:18
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned, Mark Zuckerberg, hereby certifies that:

1. He is the duly authorized representative of thefacebook LLC.
2. The Articles of Organization of this limited liability company were originally filed with the Secretary of State of Florida on April 13, 2004.
3. These Amended and Restated Articles of Organization were duly executed and are being filed in accordance with Section 608.411 of the Florida Limited Liability Company Act.
4. The Articles of Organization of this limited liability company shall be amended and restated to read in full as follows:

ARTICLE I NAME

The name of the limited liability company shall be: thefacebook LLC

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 13621 Deering Bay Dr., Apt. 402, Coral Gables, Florida 33158.

ARTICLE III REGISTERED AGENT & STREET ADDRESS

The name and address of the registered agent is: Corporation Service Company, 1201 Hays Street, Tallahassee, FL 32301-2607.

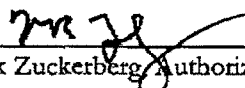
ARTICLE IV DURATION

The duration for the limited liability company shall be: 12/31/2044.

ARTICLE V MANAGERS/MEMBERS

The management of the limited liability company is reserved for the Members and the name and address of the sole member of the Limited Liability Company is:

TheFacebook, Inc, 471 Emerson St., Palo Alto, CA 94036


Mark Zuckerberg, Authorized Representative

CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES, THE
UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE STATE OF
FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN DESIGNATING THE
REGISTERED OFFICE/REGISTERED AGENT, IN THE STATE OF FLORIDA.

The name of the limited liability company is: **thefacebook LLC**

The name and address of the registered agent and office is. Corporation Service Company, 1201
Hays Street, Tallahassee, FL 32301-2607.

Having been named as registered agent and to accept service of process for the above stated
company at the place designated in this certificate, I hereby accept the appointment as registered
agent and agree to act in this capacity. I further agree to comply with the provisions of all statutes
relating to the proper and complete performance of my duties, and I am familiar with and accept the
obligations of my position as registered agent.

Signature: Deborah D. Skipper Date: April 27, 2005
Deborah D. Skipper
Asst. V. Pres.

**ACTION BY WRITTEN CONSENT OF THE
SOLE MEMBER AND SOLE MANAGER OF**

thefacebook, LLC

Effective April 27, 2005

The undersigned, being the sole Member and Manager of thefacebook LLC (the "Company"), does hereby undertake the actions set forth below by written consent without a meeting, effective for all purposes as of the date first written above.

1. Ratification of the Chief Executive Officer.

RESOLVED: That Mark Zuckerberg is hereby appointed and is ratified Chief Executive Officer of the Company to serve at the pleasure of the Manager.

RESOLVED FURTHER: That all prior acts by Mark Zuckerberg taken in connection with his duties as an officer of the Company are hereby ratified and approved.

RESOLVED FURTHER: That Mark Zuckerberg is authorized to sign and deliver any agreement in the name of the Company and to otherwise obligate the Company in any respect relating to matters of the business of the Company, and to delegate such authority in his discretion.

2. Amendment and Restatement of the Articles of Organization.

WHEREAS: TheFacebook, Inc. acquired all of the outstanding interests of the Company on October 31, 2004.

WHEREAS: The following actions are being taken to reflect such an acquisition of interest by TheFacebook, Inc.

RESOLVED: That the Amended and Restated Articles of Organization of the Company in the form attached hereto as Exhibit A (the "Restated Articles"), is hereby adopted and approved.

RESOLVED FURTHER: That Mark Zuckerberg is authorized and directed to take all steps necessary to file the Restated Articles with the Secretary of State of Florida.

RESOLVED FURTHER: That, notwithstanding approval of the Restated Articles by the Member of the Company, the Manager may, at any time prior to the filing of the Restated Articles with the Secretary of State, abandon the filing of the Restated Articles without further action by the Member of the Company.

3. **Omnibus Resolution.**

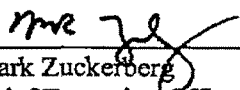
RESOLVED: That each of the officers of the Company is authorized and empowered to take such other actions and sign such other documents as may be necessary or advisable to carry out the intent and accomplish the purposes of the foregoing resolutions.

[Signature Page Follows]

This action by Unanimous Written Consent of the sole Member and Manager of thefacebook LLC is effective as of the date first set forth above.

**SOLE MEMBER AND SOLE
MANAGER**

THEFACEBOOK, INC.



Mark Zuckerberg
Chief Executive Officer

EXHIBIT A

Restated Articles

Florida Department of State
Division of Corporations
Public Access System

Note: Please print this page and use it as a cover sheet. Type the fax audit number (shown below) on the top and bottom of all pages of the document.

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04 APR 13 PM 12:36
2004 APR 13 A 14:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

thefacebook LLC

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|-----------------------|----------|
| Certificate of Status | 0 |
| Certified Copy | 1 |
| Page Count | 03 |
| Estimated Charge | \$155.00 |

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| Container | |
| Contents | <input checked="" type="checkbox"/> Electronic Filing |
| Version | DCC |
| Formal Agreement | DCC |
| W. P. Verifier | DCC |

Public Access Help

APR-13-2004 09:09

P.02

FAX AUDIT # H04000077355 3

**ARTICLES OF ORGANIZATION
OF
thefacebook LLC**

ARTICLE I NAME

The name of the limited liability company shall be: **thefacebook LLC**

ARTICLE II PRINCIPAL OFFICE

The principal place of business and mailing address of this Limited Liability Company shall be: 13621 Deering Bay Dr., Apt. 402, Coral Gables, Florida 33158.

ARTICLE III INITIAL REGISTERED AGENT & STREET ADDRESS

The name and address of the initial registered agent is: Business Filings Incorporated, 660 East Jefferson Street, Tallahassee, Florida 32301. Located in the County of Leon


ARTICLE IV DURATION

The duration for the limited liability company shall be: 12/31/2044.

ARTICLE V MANAGERS/MEMBERS

The management of the limited liability company is reserved for the Members and the names and addresses of the members of the Limited Liability Company are:

Mark Zuckerberg, 2 Russell Place, Dobbs Ferry, Massachusetts 10522
Eduardo Saverin, 13621 Deering Bay Dr., Apt. 402, Coral Gables, Florida 33158
Dustin Moskovitz, 6135 S.W. 21st Ave. Rd., Ocala, Florida 34474


Business Filings Incorporated, Organizer
Mark Schiff, AVP
Authorized Representative
Prepared by Mark Schiff, Business Filings Incorporated
8025 Excelsior Dr., Suite 200, Madison, WI 53717
(608) 827-5300

FAX AUDIT # H04000077355 3

2004 APR 13 A 14:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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APR-13-2004 09:09

P.03

FAX AUDIT # H04000077355 3

**CERTIFICATE OF DESIGNATION OF REGISTERED
AGENT/REGISTERED OFFICE**

PURSUANT TO THE PROVISIONS OF SECTION 608.415, FLORIDA STATUTES,
THE UNDERSIGNED COMPANY, ORGANIZED UNDER THE LAWS OF THE
STATE OF FLORIDA, SUBMITS THE FOLLOWING STATEMENT IN
DESIGNATING THE REGISTERED OFFICE/REGISTERED AGENT, IN THE
STATE OF FLORIDA.

The name of the limited liability company is: **thefacebook LLC**

The name and address of the registered agent and office is Business Filings Incorporated,
660 East Jefferson Street, Tallahassee, Florida 32301. Located in the County of Leon.

Having been named as registered agent and to accept service of process for the above
stated company at the place designated in this certificate, I hereby accept the appointment
as registered agent and agree to act in this capacity. I further agree to comply with the
provisions of all statutes relating to the proper and complete performance of my duties,
and I am familiar with and accept the obligations of my position as registered agent.

Signature: _____

Mark Schiff
Mark Schiff, AYP
Business Filings Incorporated

Date: April 12, 2004


2004 APR 13 A 14:57
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

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FAX AUDIT # H04000077355 3

TOTAL P.03

2006 LIMITED LIABILITY COMPANY REINSTATEMENT

| | | | |
|---|--|--|---|
| DOCUMENT # L04000028443 | |  | |
| 1. Entity Name THEFACEBOOK LLC | | 05 | |
| Principal Place of Business 13621 DEERING BAY., APT 402 CORAL GABLES, FL 33158 | | Mailing Address 13621 DEERING BAY., APT 402 CORAL GABLES, FL 33158 | |
| 2. Principal Place of Business | | 3. Mailing Address | |
| Suite, Apt. #, etc. | | Suite, Apt. #, etc. | |
| City & State | | City & State | |
| Zip | Country | Zip | Country |
| 4. FEI Number 20-1113877 | | Applied For Not Applicable | |
| 5. Certificate of Status Desired <input type="checkbox"/> \$5.00 Additional Fee Required | | 01312006 REIN-LLC CR2E101 (11/05) | |
| 6. Name and Address of Current Registered Agent CORPORATION SERVICE COMPANY 1201 HAYS ST. TALLAHASSEE, FL 32301-2607 | | 7. Name and Address of New Registered Agent Name Street Address (P.O. Box Number is Not Acceptable) City FL Zip Code | |
| 8. The above named entity submits this statement for the purpose of changing its registered office or registered agent or both, in the State of Florida. I am familiar with, and accept the obligations of registered agent. SIGNATURE: <u>Laura R. Dunlap</u> as its agent 2/1/06 <small>(Signature, typed or printed name of registered agent and fee if applicable) (NOTE: Registered Agent signature required when not mailing) CAT2</small> | | | |
| FILE NOW!!! FEE IS \$200.00 | | Make check payable to: Florida Department of State | |
| 9. MANAGING MEMBERS/MANAGERS | | 10. ADDITIONS/CHANGES | |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | MGRM THEFACEBOOK, INC. 471 EMERSON STREET PALO ALTO, CA 94036 <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | Manager Mark Zuckerberg 156 University Avenue PALO ALTO, CA 94301 <input type="checkbox"/> Change <input checked="" type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | 400065019164 <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | 2005-2006 <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Delete | TITLE NAME STREET ADDRESS CITY-ST-ZIP | <input type="checkbox"/> Change <input type="checkbox"/> Addition |
| 11. I hereby certify that the information supplied with this filing does not qualify for the exemptions contained in Chapter 119, Florida Statutes. I further certify that the information indicated on this report is true and accurate and that my signature shall have the same legal effect as if made under oath; that I am a managing member or manager of the limited liability company or the receiver or trustee empowered to execute this report as required by Chapter 808, Florida Statutes. SIGNATURE: <u>Mark Zuckerberg</u> Authorized representative 1-31-06 650-953-1300 <small>(Signature and typed or printed name of managing member, manager, or authorized representative) Date Daytime Phone #</small> | | | |

2006 FEB - 1 AM 8:47
TALLAHASSEE, FLORIDA
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SECRETARY OF STATE



L040000028443

CORPORATION SERVICE COMPANY

ACCOUNT NO. : 072100000032

REFERENCE : 845160 7124655

AUTHORIZATION

[Signature]

COST LIMIT : \$ 200.00

ORDER DATE : February 1, 2006

ORDER TIME : 2:22 PM

ORDER NO. : 845160-005

CUSTOMER NO: 7124655

PK

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06 FEB - 1 PM 4:15
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DIVISION OF CORPORATIONS
TALLAHASSEE, FLORIDA

DOMESTIC FILINGS

NAME: THEFACEBOOK LLC

XX REINSTATEMENT

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XX PLAIN STAMPED COPY
 CERTIFICATE OF GOOD STANDING

CONTACT PERSON: Amanda Haddan - Ext# 2955

EXAMINER'S INITIALS _____

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